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July 20, 1988

REC'D. DATE 10922-F FILED

JUL 21 1988-1 24 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed counterparts of a Termination of Management and Maintenance Contract dated as of July 1, 1988.

A general description of the railroad equipment covered by by the enclosed document is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>CAR NUMBERS</u>
HT	100 ton, 3,433 cubic foot, capacity, open top hopper cars built in 1978 by The Chessie Corporation	HLMX 7200-7232

MPSX 2001-2025

The names and addresses of the parties to the enclosed document are:

OWNER: American Leasing Investors
660 Newport Center Drive
Newport Beach, CA 92660

A fee of \$ 13 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Termination of Management and Maintenance Contract from American Investors dated as of July 1, 1988 covering railroad cars, numbered HLMX 7200-7232, inclusive, MPSX 2001-2025, inclusive.

Prior Recordation # 10922

You are hereby authorized to deliver one copy of the Termination, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By *McCann Garland Ridall
+ Burke*

Enclosure

07LT27/13

TERMINATION OF MANAGEMENT AND MAINTENANCE CONTRACT

RECORDATION NO. 10922-F
JUL 21 1988-1 20 PM
INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF MANAGEMENT AND MAINTENANCE CONTRACT, dated as of July 1, 1988, by American Leasing Investors, a California limited partnership ("ALI").

1. Recitals. ALI entered into a Management and Maintenance Contract dated as of October 18, 1979 and amended November 12, 1979, March 3, 1982 and November 1, 1982 (the "Contract") with Upper Merion and Plymouth Railroad Company ("UMP") with respect to certain railroad cars described in the Contract (the "Cars") then owned by ALI. The Contract is on file at the Interstate Commerce Commission (the "ICC") under file numbers 10922, 10922-C, 10922-D and 10922-E, filed initially on October 22, 1979 at 3:30 p.m. Said Contract terminated pursuant to its own terms on or about June 1, 1986 and there have been no further extension or amendments or said Contract. The purpose of this Termination is to provide a formal termination document for filing with the ICC.

2. Termination. The Contract is hereby formally terminated.

IN WITNESS WHEREOF, ALI, pursuant to due authority, has executed this Termination of Management and Maintenance Contract as of the date first above written.

AMERICAN LEASING INVESTORS
By: ALI Management Corp., MGP

By John M. Mora
Title Senior Vice President

Attest:

By Bert G. Steinbach

STATE OF NEW YORK
COUNTY OF NEW YORK

)
) ss.
)

I, Beryl J. Steinbach, a Notary Public in and for the state and county aforesaid, do hereby certify that John M. Moran of ALI Management Corp. a Delaware corporation which is the Managing General Partner of AMERICAN LEASING INVESTORS⁸⁹⁵ a California limited partnership, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledge that he is Senior Vice President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under by hand notarial seal this 19th day of July, 1988.

Beryl J. Steinbach
Notary Public

My commission expires
February 28, 1989

BERYL JOY STEINBACH
Notary Public, State of New York
No. 4783945
Qualified in New York County
Commission Expires March 30, 19
2/28/89

